

26 July 2019

To Corporate Relations Department <b>BSE Limited</b> 1 <sup>st</sup> Floor, New Trading Ring Rotunda Building, P J Tower Dalal Street Mumbai 400 001	To Corporate Listing Department <b>National Stock Exchange of India Ltd.</b> Exchange Plaza, 5 <sup>th</sup> Floor Plot No.C-1, G Block Bandra-Kurla Complex Bandra (East), Mumbai 400 051
<b>BSE Code: 532977</b>	<b>NSE Code: BAJAJ-AUTO</b>

Dear Sir/Madam,

**Sub:** Announcement of Outcome of 12<sup>th</sup> Annual General Meeting (AGM) held on 26 July 2019

**Ref:** Submission of Voting Results pursuant to Regulation 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations, 2015').

We wish to inform you that 12<sup>th</sup> AGM of the company was held on Friday, 26 July 2019 at 12.15 p.m. at the registered office of the Company at Mumbai-Pune Road, Akurdi, Pune.

Pursuant to Section 108 of the Companies Act, 2013 read with the Rules made thereunder, as amended ('Rules') and Regulation 44 of the SEBI Listing Regulations, 2015, the Company had provided facility for remote e-voting to the shareholders as on **19 July 2019** (being the cut-off date for the purpose of e-voting) to cast their votes on the items of business stated in the AGM notice. The remote e-voting system was open from **Tuesday, 23 July 2019 (9.00 am) to Thursday, 25 July 2019 (5.00 pm)**.

As required under the said Rules, electronic voting facility was also made available at the venue of the AGM and members attending the meeting who had not already cast their votes by remote e-voting were able to cast their vote at the venue of the meeting using electronic voting (InstaPoll).

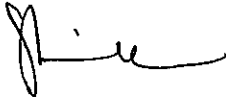
The Company has now received the report of the Scrutinizer, (which has been counter-signed by the Chairman of the meeting) confirming details of voting through remote e-voting and details of electronic voting (by InstaPoll) at the AGM. Accordingly, as per the said Rules, on account of passing of resolutions with requisite majority, the resolutions are deemed to be passed on the date of the AGM, i.e. on 26 July 2019.

A disclosure of voting results of the meeting in terms of Regulation 30 and 44 of the SEBI Listing Regulations, 2015 and the businesses considered and approved by the shareholders with an overwhelming majority is enclosed, together with the Scrutinizer's consolidated report on e-voting. A copy of the same is also being placed on the Company's website & on the website of Karvy Fintech Private Limited.

Kindly acknowledge and take the same on record.

Thanking you,

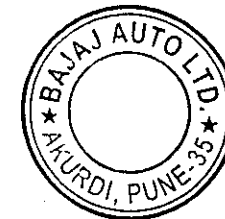
Yours truly,  
**For Bajaj Auto Limited**

A handwritten signature in black ink, appearing to read 'J. Sridhar', with a stylized flourish at the end.

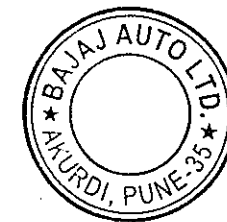
**Dr. J Sridhar**  
Company Secretary

Encl: as above.

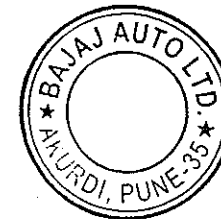
Resolution No.	1								
Resolution required: (Ordinary/ Special)	ORDINARY - To consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended 31 March 2019, together with the Directors' and Auditors' Reports thereon.								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting	15,48,79,104	15,48,37,490	99.9731	15,48,37,490	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		15,48,37,490	99.9731	15,48,37,490	0	100.0000	0.0000	0
Public- Institutions	E-Voting	6,71,10,085	5,18,90,559	77.3216	5,18,90,559	0	100.0000	0.0000	3,10,704
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		5,18,90,559	77.3216	5,18,90,559	0	100.0000	0.0000	3,10,704
Public- Non Institutions	E-Voting	6,73,77,831	2,04,31,173	30.3233	2,04,31,164	9	99.9999	0.0000	9,344
	Poll		1,71,234	0.2541	1,71,234	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		2,06,02,407	30.5774	2,06,02,398	9	100.0000	0.0000	9,344
Total		28,98,67,020	22,73,30,456	78.5618	22,73,30,447	9	100.0000	0.0000	3,20,048



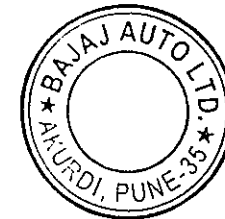
Resolution No.	2								
Resolution required: (Ordinary/ Special)	ORDINARY - To declare a dividend.								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting	15,48,79,104	15,48,37,490	99.9731	15,48,37,490	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		15,48,37,490	99.9731	15,48,37,490	0	100.0000	0.0000	0
Public- Institutions	E-Voting	6,71,10,085	5,21,84,016	77.7588	5,21,84,016	0	100.0000	0.0000	17,250
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		5,21,84,016	77.7588	5,21,84,016	0	100.0000	0.0000	17,250
Public- Non Institutions	E-Voting	6,73,77,831	2,04,33,830	30.3272	2,04,33,821	9	99.9999	0.0000	6,687
	Poll		1,71,234	0.2541	1,71,224	10	99.9941	0.0058	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		2,06,05,064	30.5813	2,06,05,045	19	99.9999	0.0001	6,687
Total		22,92,67,020	76.6936	22,76,26,551	19	100.0000	0.0000	23,937	



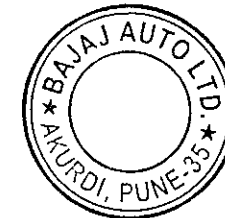
Resolution No.	3								
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a director in place of Sanjivnayan Rahulkumar Bajaj (DIN 00014615), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid
Promoter and Promoter Group	E-Voting	15,48,79,104	15,48,37,490	99.9731	15,48,37,490	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>15,48,37,490</b>	<b>99.9731</b>	<b>15,48,37,490</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	6,71,10,085	5,21,84,019	77.7588	4,62,48,341	59,35,678	88.6254	11.3745	17,250
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>5,21,84,019</b>	<b>77.7588</b>	<b>4,62,48,341</b>	<b>59,35,678</b>	<b>88.6255</b>	<b>11.3745</b>	<b>17,250</b>
Public- Non Institutions	E-Voting	6,73,77,831	2,04,33,830	30.3272	2,04,33,778	52	99.9997	0.0002	6,687
	Poll		1,71,234	0.2541	1,71,234	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>2,06,05,064</b>	<b>30.5813</b>	<b>2,06,05,012</b>	<b>52</b>	<b>99.9997</b>	<b>0.0003</b>	<b>6,687</b>
<b>Total</b>	<b>28,98,67,020</b>	<b>78.6336</b>	<b>22,76,26,572</b>	<b>78.6336</b>	<b>22,16,90,343</b>	<b>59,35,730</b>	<b>97.8923</b>	<b>2,60,777</b>	<b>23,987</b>



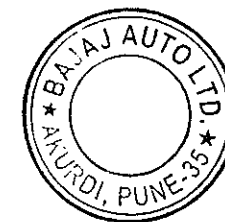
Resolution No.	4								
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a director in place of Pradeep Shrivastava (DIN 07464437), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.								
Whether promoter/promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting	15,48,79,104	15,48,37,490	99.9731	15,48,37,490	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>15,48,37,490</b>	<b>99.9731</b>	<b>15,48,37,490</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	6,71,10,085	5,21,84,022	77.7588	4,85,49,246	36,34,776	93.0346	6.9653	17,250
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>5,21,84,022</b>	<b>77.7588</b>	<b>4,85,49,246</b>	<b>36,34,776</b>	<b>93.0347</b>	<b>6.9653</b>	<b>17,250</b>
Public- Non Institutions	E-Voting	6,73,77,831	2,04,33,830	30.3272	2,04,33,809	21	99.9998	0.0001	6,687
	Poll		1,71,234	0.2541	1,71,234	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>2,06,05,064</b>	<b>30.5813</b>	<b>2,06,05,043</b>	<b>21</b>	<b>99.9999</b>	<b>0.0001</b>	<b>6,687</b>
<b>Total</b>	<b>28,98,67,020</b>	<b>72.7626576</b>	<b>78,66,36</b>	<b>25,30,91,779</b>	<b>36,34,797</b>	<b>98.4032</b>	<b>11,5968</b>	<b>23,937</b>	



Resolution No.	5								
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Rakesh Sharma as a Director.								
Whether promoter/promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting	15,48,79,104	15,48,37,490	99.9731	15,48,37,490	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>15,48,37,490</b>	<b>99.9731</b>	<b>15,48,37,490</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	6,71,10,085	5,21,84,025	77.7588	4,85,25,433	36,58,592	92.9890	7.0109	17,250
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>5,21,84,025</b>	<b>77.7588</b>	<b>4,85,25,433</b>	<b>36,58,592</b>	<b>92.9891</b>	<b>7.0109</b>	<b>17,250</b>
Public- Non Institutions	E-Voting	6,73,77,831	2,04,33,828	30.3272	2,04,33,815	13	99.9999	0.0000	6,689
	Poll		1,71,234	0.2541	1,71,234	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>2,06,05,062</b>	<b>30.5813</b>	<b>2,06,05,049</b>	<b>13</b>	<b>99.9999</b>	<b>0.0001</b>	<b>6,689</b>
<b>Total</b>	<b>28,98,67,020</b>	<b>78.6486</b>	<b>22,76,26,577</b>	<b>78.6486</b>	<b>22,39,67,972</b>	<b>36,58,605</b>	<b>98.9927</b>	<b>1,6073</b>	<b>23,939</b>

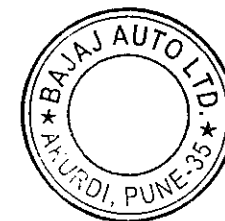


Resolution No.	6								
Resolution required: (Ordinary/ Special)	SPECIAL - Approval of appointment of Rakesh Sharma as a Whole-time Director, with the designation as Executive Director.								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid
Promoter and Promoter Group	E-Voting	15,48,79,104	15,48,37,490	99.9731	15,48,37,490	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		15,48,37,490	99.9731	15,48,37,490	0	100.0000	0.0000	0
Public- Institutions	E-Voting	6,71,10,085	5,21,24,028	77.6694	4,82,04,913	39,19,115	92.4811	7.5188	77,250
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		5,21,24,028	77.6694	4,82,04,913	39,19,115	92.4812	7.5188	77,250
Public- Non Institutions	E-Voting	6,73,77,831	2,04,33,828	30.3272	2,04,33,811	17	99.9999	0.0000	6,689
	Poll		1,71,234	0.2541	1,71,234	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		2,06,05,062	30.5813	2,06,05,045	17	99.9999	0.0001	6,689
Total	28,95,67,070	22,75,66,586	78.6129	22,36,47,448	39,19,132	98.2778	1,7222	83,989	

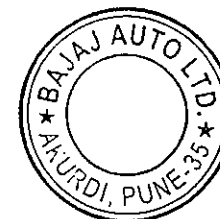




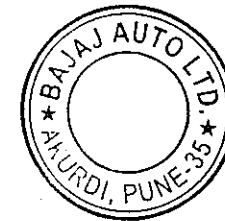
Resolution No.	7								
Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Smt. Lila Firoz Poonawalla as an Independent Director of the Company for a term of five consecutive years with effect from 1 April 2019.								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting	15,48,79,104	15,48,37,490	99.9731	15,48,37,490	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		15,48,37,490	99.9731	15,48,37,490	0	100.0000	0.0000	0
Public- Institutions	E-Voting	6,71,10,085	5,21,24,031	77.6694	5,21,00,215	23,816	99.9543	0.0456	77,250
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		5,21,24,031	77.6694	5,21,00,215	23,816	99.9543	0.0457	77,250
Public- Non Institutions	E-Voting	6,73,77,831	2,04,33,830	30.3272	2,04,33,820	10	99.9999	0.0000	6,687
	Poll		1,71,234	0.2541	1,71,234	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		2,06,05,064	30.5813	2,06,05,054	10	100.0000	0.0000	6,687
Total	22,93,67,020	22,75,66,585	99.6429	22,75,42,789	23,826	99.9895	0.0105	83,937	



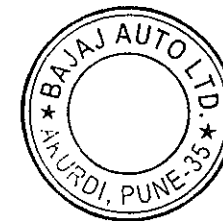
Resolution No.	8								
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Pradip Panalal Shah as an Independent Director of the Company for a term of five consecutive years with effect from 1 April 2019.								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting	15,48,79,104	15,48,37,490	99.9731	15,48,37,490	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		15,48,37,490	99.9731	15,48,37,490	0	100.0000	0.0000	0
Public- Institutions	E-Voting	6,71,10,085	5,21,24,034	77.6695	3,80,84,705	1,40,39,329	73.0655	26.9344	77,250
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		5,21,24,034	77.6695	3,80,84,705	1,40,39,329	73.0655	26.9344	77,250
Public- Non Institutions	E-Voting	6,73,77,831	2,04,33,828	30.3272	2,04,33,813	15	99.9999	0.0000	6,689
	Poll		1,71,234	0.2541	1,71,234	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		2,06,05,062	30.5813	2,06,05,047	15	99.9999	0.0001	6,689
Total	22,95,67,020	22,75,66,586	99.1629	21,35,27,242	1,40,39,344	98.8307	61,693	83,959	



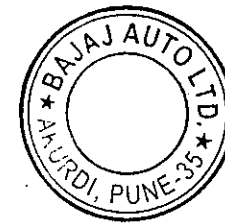
Resolution No.	9								
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Nanoo Gobindram Pamnani as an Independent Director of the Company for a second term of five consecutive years with effect from 1 April 2019.								
Whether promoter/promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting	15,48,79,104	15,48,37,490	99.9731	15,48,37,490	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>15,48,37,490</b>	<b>99.9731</b>	<b>15,48,37,490</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	6,71,10,085	5,21,24,037	77.6695	4,56,12,190	65,11,847	87.5070	12.4929	77,250
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>5,21,24,037</b>	<b>77.6695</b>	<b>4,56,12,190</b>	<b>65,11,847</b>	<b>87.5070</b>	<b>12.4930</b>	<b>77,250</b>
Public- Non Institutions	E-Voting	6,73,77,831	2,04,21,322	30.3087	2,02,61,142	1,60,180	99.2156	0.7843	19,195
	Poll		1,71,234	0.2541	1,71,234	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>2,04,21,322</b>	<b>30.3087</b>	<b>2,02,61,142</b>	<b>1,60,180</b>	<b>99.2221</b>	<b>0.7779</b>	<b>19,195</b>
<b>Total</b>	<b>28,93,67,020</b>	<b>72.7536</b>	<b>18,63,86,056</b>	<b>65,77,027</b>	<b>97.0879</b>	<b>2.9321</b>	<b>96,445</b>		



Resolution No.	10								
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Balaji Rao Jagannathrao Doveton as an Independent Director of the Company for a second term of five consecutive years with effect from 1 April 2019.								
Whether promoter/ promoter group are interested in the agenda/resolution?	No.								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid
Promoter and Promoter Group	E-Voting	15,48,79,104	15,48,37,490	99.9731	15,48,37,490	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		15,48,37,490	99.9731	15,48,37,490	0	100.0000	0.0000	0
Public- Institutions	E-Voting	6,71,10,085	5,21,24,040	77.6695	4,34,07,921	87,16,119	83.2781	16.7218	77,250
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		5,21,24,040	77.6695	4,34,07,921	87,16,119	83.2781	16.7218	77,250
Public- Non Institutions	E-Voting	6,73,77,831	2,04,21,322	30.3087	2,02,61,142	1,60,180	99.2156	0.7843	19,195
	Poll		1,71,234	0.2541	1,71,234	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		2,05,92,556	30.5628	2,04,32,376	1,60,180	99.2221	0.7779	19,195
Total		28,98,67,020	24,75,54,086	85.4386	21,86,77,737	88,76,299	96.0993	3,9007	96,445



Resolution No.	11								
Resolution required: (Ordinary/ Special)	SPECIAL - Maintaining the number of maximum directors of the Company.								
Whether promoter/promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting	15,48,79,104	15,48,37,490	99.9731	15,48,37,490	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		15,48,37,490	99.9731	15,48,37,490	0	100.0000	0.0000	0
Public- Institutions	E-Voting	6,71,10,085	5,21,84,043	77.7589	5,06,72,477	15,11,566	97.1033	2.8966	17,250
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		5,21,84,043	77.7589	5,06,72,477	15,11,566	97.1034	2.8966	17,250
Public- Non Institutions	E-Voting	6,73,77,831	2,04,40,517	30.3372	2,04,40,505	12	99.9999	0.0000	0
	Poll		1,71,234	0.2541	1,71,234	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		2,06,11,751	30.5913	2,06,11,739	12	99.9999	0.0001	0
Total		28,93,67,020	22,76,33,284	78.6659	22,61,21,706	10,130,578	99.3360	0.6640	17,250



**Shyamprasad D. Limaye**  
B.Com. LL.B., F.C.S  
**Company Secretary**

303, Parag-Wahini C.H.S Ltd,  
126 Dahanukar Colony, Lane No 4  
Kothrud, Pune: 411 038.  
Tel.: (O) 25 38 99 85 (R) 25230773  
E-mail: shyamprasad.limaye@gmail.com

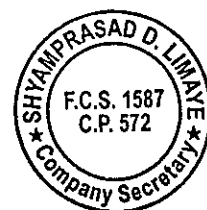
## **Scrutinizer's Report**

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies,  
(Management and Administration) Rules, 2014 as amended]

To,  
The Chairman,  
Bajaj Auto Limited,  
CIN: L65993PN2007PLC130076,  
Bajaj Auto Ltd. Complex,  
Mumbai-Pune Road,  
Akurdi, Pune 411035.

Dear Sir,

1. I, Shyamprasad D. Limaye, a Company Secretary in practice, has been appointed by the Board of Directors of Bajaj Auto Limited ("The Company") as a scrutinizer for the purpose of Scrutinizing the e-voting process along with instapoll, and ascertaining the requisite majority on voting carried out as per the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 (4) (ix) of the Companies (Management and Administration) Rules, 2014 as amended, on the Resolutions contained in the notice (hereinafter referred to as "the resolutions") of the 12<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on Friday, 26<sup>th</sup> July, 2019 at 12.15 pm at Registered office of the Company at Bajaj Auto Ltd. Complex, Mumbai-Pune road, Akurdi, Pune 411035.
2. The notice dated 17<sup>th</sup> May, 2019 convening the 12<sup>th</sup> Annual General Meeting (AGM) of the company along with statement setting out material facts under section 102 of the Companies Act, 2013 was sent to the shareholders in respect of the resolutions to be passed at the said AGM of the Company.
3. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the 12<sup>th</sup> Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process and instapoll is restricted to make a Scrutinizer's report of the votes, cast "in favour" or "against" the resolutions and "invalid" and "abstained" votes, based on the reports generated from the e-voting process system provided by Karvy Fintech Private Limited, the authorized agency engaged by the Company, to provide remote e-voting facilities and instapoll.
4. Further to the above, I submit my report as under:-
  - i. The remote e-voting period remained open from Tuesday, 23<sup>rd</sup> July, 2019 (9:00 A.M) to Thursday, 25<sup>th</sup> July, 2019 (5:00 P.M).



Shyamprasad D. Limaye

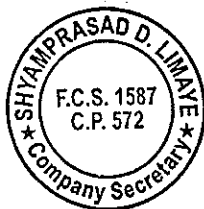
Company Secretary

- ii. The members who were on record of the Company as on the "cut-off" date i.e. Friday, 19<sup>th</sup> July, 2019, (End of Day) were entitled to vote on the resolutions as set out in the notice of the 12<sup>th</sup> Annual General Meeting (AGM) of the Company.
- iii. The votes cast via remote e-voting were blocked on Thursday, 25<sup>th</sup> July, 2019 immediately after completion of voting hours in the presence of 2 witnesses, Mr. Neelkanth G. Limaye and Mr. Rohit Panshikar who are not in the employment of the Company.
- iv. The instapoll was provided at the 12<sup>th</sup> Annual General Meeting on Friday 26<sup>th</sup> July, 2019 for those members who attended the meeting but not voted through remote e-voting facility, and such e-voting was unblocked after completion of such voting.
- v. Thereafter considering remote e-voting, and votes by instapoll, the combined result of the voting is annexed. The details containing inter alia, votes put in or "for", "against", on each of the resolutions that were put to vote and votes became invalid and number of votes abstained from voting, were generated from the e-voting website of Karvy - <https://evoting.karvy.com/> and is based on such reports generated.

Thanking You,  
Yours faithfully,

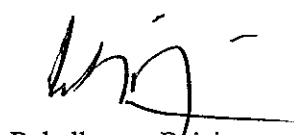


Shyamprasad Limaye  
Company Secretary  
Membership No. FCS 1587 CP 572  
Place: PUNE  
Date: 26/07/2019



Based on above the Resolutions No. 1 to 11 are passed with requisite majority.

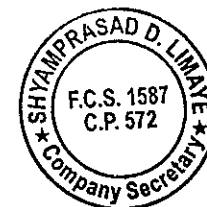
For Bajaj Auto Limited



Rahul Kumar Bajaj  
Chairman

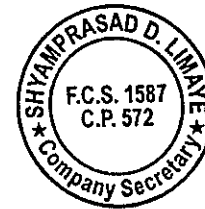
**BAJAJ AUTO LIMITED-26/07/2019-BAJAJ AUTO LIMITED, eVoting and Instapoll**

Sri	Resolution	Ballots		Favour			Against			Invalid		Abstain		Less Voted
		Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	Ballots	Votes	
1	To consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended 31 March 2019, together with the Directors' and Auditors' Reports thereon.	919	229107694	899	<b>227330447</b>	<b>100.00</b>	2	9	0.00	0	0	18	320048	1457190
2	To declare a dividend.	919	229107694	908	<b>227626551</b>	<b>100.00</b>	3	19	0.00	0	0	8	23937	1457187
3	To appoint a director in place of Sanjivnayan Rahulkumar Bajaj DIN 00014615, who retires by rotation in terms of section 1526 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.	919	229107694	815	<b>221690843</b>	<b>97.39</b>	98	5935730	2.61	0	0	8	23937	1457184
4	To appoint a director in place of Pradeep Shrivastava DIN 07464437, who retires by rotation in terms of section 1526 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.	919	229107694	892	<b>223991779</b>	<b>98.40</b>	19	3634797	1.60	0	0	8	23937	1457181
5	Appointment of Rakesh Sharma as a Director.	919	229107694	892	<b>223967972</b>	<b>98.39</b>	18	3658605	1.61	0	0	9	23939	1457178
6	Approval of appointment of Rakesh Sharma as a Whole-time Director, with the designation as Executive Director.	919	229107694	859	<b>223647448</b>	<b>98.28</b>	51	3919132	1.72	0	0	10	83939	1457175





7	Appointment of Smt. Lila Firoz Poonawalla as an Independent Director of the Company for a term of five consecutive years with effect from 1 April 2019.	919	229107694	905	<b>227542759</b>	<b>99.99</b>	5	23826	0.01	0	0	9	83937	1457172
8	Appointment of Pradip Panalal Shah as an Independent Director of the Company for a term of five consecutive years with effect from 1 April 2019.	919	229107694	679	<b>213527242</b>	<b>93.83</b>	233	14039344	6.17	0	0	10	83939	1457169
9	Re-appointment of Nanoo Gobindram Pamnani as an Independent Director of the Company for a second term of five consecutive years with effect from 1 April 2019.	919	229107694	795	<b>220882056</b>	<b>97.07</b>	113	6672027	2.93	0	0	11	96445	1457166
10	Re-appointment of Balaji Rao Jagannathrao Doveton as an Independent Director of the Company for a second term of five consecutive years with effect from 1 April 2019.	919	229107694	769	<b>218677787</b>	<b>96.10</b>	140	8876299	3.90	0	0	11	96445	1457163
11	Maintaining the number of maximum directors of the Company.	919	229107694	884	<b>226121706</b>	<b>99.34</b>	33	1511578	0.66	0	0	2	17250	1457160

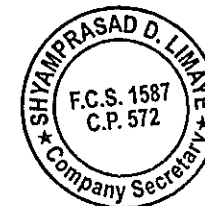


*Shyamprasad D. Limaye*

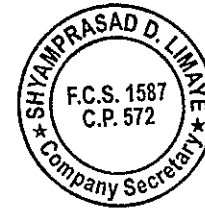
Shyamprasad D. Limaye  
Company Secretary  
FCS 1587 CP 572

**BAJAJ AUTO LIMITED-26/07/2019-BAJAJ AUTO LIMITED, eVoting**

Srl	Resolution	Ballots		Favour			Against			Invalid		Abstain		Less Voted
		Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	Ballots	Votes	
1	To consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended 31 March 2019, together with the Directors' and Auditors' Reports thereon.	794	228936460	774	227159213	100.00	2	9	0.00	0	0	18	320048	1457190
2	To declare a dividend.	794	228936460	784	227455327	100.00	2	9	0.00	0	0	8	23937	1457187
3	To appoint a director in place of Sanjivnayan Rahulkumar Bajaj DIN 00014615, who retires by rotation in terms of section 1526 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.	794	228936460	690	221519609	97.39	98	5935730	2.61	0	0	8	23937	1457184
4	To appoint a director in place of Pradeep Shrivastava DIN 07464437, who retires by rotation in terms of section 1526 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.	794	228936460	767	223820545	98.40	19	3634797	1.60	0	0	8	23937	1457181
5	Appointment of Rakesh Sharma as a Director.	794	228936460	767	223796738	98.39	18	3658605	1.61	0	0	9	23939	1457178
6	Approval of appointment of Rakesh Sharma as a Whole-time Director, with the designation as Executive Director.	794	228936460	734	223476214	98.28	51	3919132	1.72	0	0	10	83939	1457175



7	Appointment of Smt. Lila Firoz Poonawalla as an Independent Director of the Company for a term of five consecutive years with effect from 1 April 2019.	794	228936460	780	<b>227371525</b>	<b>99.99</b>	5	23826	0.01	0	0	9	83937	1457172
8	Appointment of Pradip Panalal Shah as an Independent Director of the Company for a term of five consecutive years with effect from 1 April 2019.	794	228936460	554	<b>213356008</b>	<b>93.83</b>	233	14039344	6.17	0	0	10	83939	1457169
9	Re-appointment of Nanoo Gobindram Pamnani as an Independent Director of the Company for a second term of five consecutive years with effect from 1 April 2019.	794	228936460	670	<b>220710822</b>	<b>97.07</b>	113	6672027	2.93	0	0	11	96445	1457166
10	Re-appointment of Balaji Rao Jagannathrao Doveton as an Independent Director of the Company for a second term of five consecutive years with effect from 1 April 2019.	794	228936460	644	<b>218506553</b>	<b>96.10</b>	140	8876299	3.90	0	0	11	96445	1457163
11	Maintaining the number of maximum directors of the Company.	794	228936460	759	<b>225950472</b>	<b>99.34</b>	33	1511578	0.66	0	0	2	17250	1457160

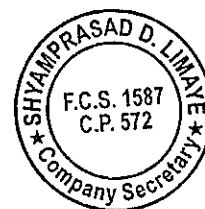


*Shyamprasad D. Limaye*

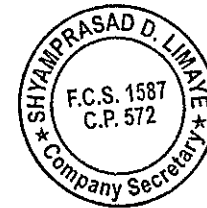
Shyamprasad D. Limaye  
Company Secretary  
FCS 1587 CP 572

**BAJAJ AUTO LIMITED-26/07/2019-BAJAJ AUTO LIMITED, Instapoll**

Srl	Resolution	Ballots		Favour			Against			Invalid		Abstain		Less Voted
		Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	Ballots	Votes	
1	To consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended 31 March 2019, together with the Directors' and Auditors' Reports thereon.	125	171234	125	<b>171234</b>	<b>100.00</b>	0	0	0.00	0	0	0	0	0
2	To declare a dividend.	125	171234	124	<b>171224</b>	<b>100.00</b>	1	10	0.01	0	0	0	0	0
3	To appoint a director in place of Sanjivnayan Rahulkumar Bajaj DIN 00014615, who retires by rotation in terms of section 1526 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.	125	171234	125	<b>171234</b>	<b>97.39</b>	0	0	0.00	0	0	0	0	0
4	To appoint a director in place of Pradeep Shrivastava DIN 07464437, who retires by rotation in terms of section 1526 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.	125	171234	125	<b>171234</b>	<b>98.40</b>	0	0	0.00	0	0	0	0	0
5	Appointment of Rakesh Sharma as a Director.	125	171234	125	<b>171234</b>	<b>98.39</b>	0	0	0.00	0	0	0	0	0
6	Approval of appointment of Rakesh Sharma as a Whole-time Director, with the designation as Executive Director.	125	171234	125	<b>171234</b>	<b>98.28</b>	0	0	0.00	0	0	0	0	0



7	Appointment of Smt. Lila Firoz Poonawalla as an Independent Director of the Company for a term of five consecutive years with effect from 1 April 2019.	125	171234	125	<b>171234</b>	<b>99.99</b>	0	0	0.00	0	0	0	0	0
8	Appointment of Pradip Panalal Shah as an Independent Director of the Company for a term of five consecutive years with effect from 1 April 2019.	125	171234	125	<b>171234</b>	<b>93.83</b>	0	0	0.00	0	0	0	0	0
9	Re-appointment of Nanoo Gobindram Pamnani as an Independent Director of the Company for a second term of five consecutive years with effect from 1 April 2019.	125	171234	125	<b>171234</b>	<b>97.07</b>	0	0	0.00	0	0	0	0	0
10	Re-appointment of Balaji Rao Jagannathrao Doveton as an Independent Director of the Company for a second term of five consecutive years with effect from 1 April 2019.	125	171234	125	<b>171234</b>	<b>96.10</b>	0	0	0.00	0	0	0	0	0
11	Maintaining the number of maximum directors of the Company.	125	171234	125	<b>171234</b>	<b>99.34</b>	0	0	0.00	0	0	0	0	0



*Limaye*  
Shyamprasad D. Limaye  
Company Secretary  
FCS 1587 CP 572